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FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P39760 (4)

1. Corporation Name
ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.

Principal Place of Business: **265 TURNER DRIVE DURANGO CO 81301**

Mailing Address: **265 TURNER DRIVE DURANGO CO 81301**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/24/1992	
21	Suite, Apt #, etc.	26	Suite, Apt #, etc.	4. FEI Number 84-0910696	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCDT	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CRAIL, FRANKLIN E.	1.2 NAME	
STREET ADDRESS	265 TURNER DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	DURANGO CO	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SISSON, EVERETT	2.2 NAME	
STREET ADDRESS	265 TURNER DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	DURANGO CO	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRAINOR, FRED	3.2 NAME	
STREET ADDRESS	265 TURNER DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	DURANGO CO	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORTENSON, LEE N.	4.2 NAME	
STREET ADDRESS	265 TURNER DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	DURANGO CO	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KIEN, GERALD A.	5.2 NAME	
STREET ADDRESS	265 TURNER DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	DURANGO CO	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GENTRY, TERRI	6.2 NAME	Corporate Secretary
STREET ADDRESS	265 TURNER DR	6.3 STREET ADDRESS	Perez, Virginia
CITY-ST-ZIP	DURANGO CO	6.4 CITY-ST-ZIP	265 Turner Dr.
			Durango, CO

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 49.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplement annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Terrina Gentry* 3/2/98 (am) 207-4943

CR2E034 (10/97)